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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

December 2, 1994

RECORDATION NO. **19042-C** FILED 12/2/94

DEC 2 - 1994 - 11:15 AM

INTERSTATE COMMERCE COMMISSION

Mr. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) copies of a ~~Partial~~ Termination of Lease, dated as of November 30, 1994, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Interim User Agreement, dated as of November 2, 1994, which was duly filed under Recordation Number 19042.

The names and addresses of the parties to the enclosed documents are:

Lessor: General Electric Company  
2901 East Lake Road  
Erie, Pennsylvania 16531

Lessee: The Baltimore and Ohio Chicago  
Terminal Railroad Company  
CSX Transportation, Inc.  
500 Water Street  
Jacksonville, Florida 32202

A description of the railroad equipment covered by the enclosed document is attached to the ~~Partial~~ Termination as Exhibit A.

Mr. Vernon A. Williams  
December 2, 1994  
Page 2

Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg  
Enclosures

**Interstate Commerce Commission**  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

DECEMBER 2, 1994

ROBERT W. ALVORD  
ALVORD & ALVORD  
218 16TH ST NW SUITE 200  
WASHINGTON DC 20006-2973

Dear MR. ALVORD:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/2/94 at 11:15AM, and assigned recordation number(s). 19042-C AND 14567-I.

Sincerely yours,

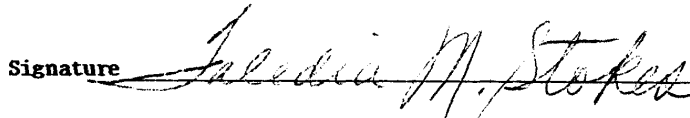


Vernon A. Williams  
Secretary

Enclosure(s)

\$ 42.00 <sup>THS</sup> The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



RECORDATION NO. 19042-C FILED 1425

DEC 2 - 1994 - 11 15 AM

INTERSTATE COMMERCE COMMISSION

## TERMINATION OF LEASE

THIS TERMINATION OF LEASE, made as of the 30th day of November, 1994 by and among General Electric Company, a New York corporation acting through its Transportation Systems Business Operations ("GE"), CSX Transportation, Inc., a corporation of the Commonwealth of Virginia ("CSXT") and The Baltimore and Ohio Chicago Terminal Railroad Company, a corporation of the State of Illinois ("Railroad").

WHEREAS, GE, CSXT and Railroad are parties to an Interim User Agreement dated as of November 2, 1994 (the "Lease"); and

WHEREAS, the Lease and a Memorandum thereof were duly filed for recordation with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303, on November 3, 1994, at 3:15 p.m. and given Recordation Numbers 19042 and 19042-A, respectively; and

WHEREAS, a Partial Termination of Lease was executed by GE, CSXT and Railroad on November 16, 1994 which terminated the Lease, but solely with respect to 15 of the 30 units of equipment originally covered thereby; and

WHEREAS, GE, CSXT and Railroad now desire to terminate and cancel the Lease in its entirety and to record such termination and cancellation with the ICC;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, Railroad, CSXT and GE, intending to be legally bound, agree as follows:

1. Railroad, CSXT and GE hereby terminate and cancel the Lease, effective December 1, 1994, with respect to the remaining 15 units of equipment listed in Exhibit A, attached hereto and incorporated herein by reference.
2. The parties agree to record this Termination of Lease with the ICC so as to release GE's lien against all of the units of equipment originally covered thereby.
3. This Termination of Lease may be executed by the parties in one or more counterparts (or upon separate signature pages bound

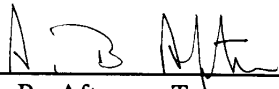
together in one or more counterparts) which together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, Railroad, CSXT and GE have each caused this Termination of Lease to be duly executed by their authorized officers as of the day and year first above written.

Attest

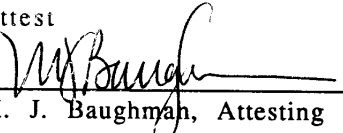
**THE BALTIMORE AND OHIO  
CHICAGO TERMINAL RAILROAD  
COMPANY**

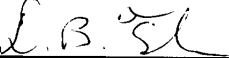
  
P. J. Aftoora, Corporate Secretary

By:   
A. B. Aftoora, Treasurer

Attest

**GENERAL ELECTRIC COMPANY**


  
M. J. Baughman, Attesting Secretary

By:   
D. B. Tucker, General Manager  
Americas Locomotive Marketing/  
Sales/Service

Attest

**CSX TRANSPORTATION, INC.**

  
P. J. Aftoora, Corporate Secretary

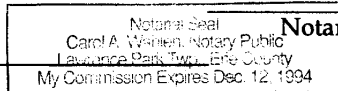
By:   
A. B. Aftoora, Treasurer

Commonwealth of Pennsylvania }

County of Erie }

On this 23rd day of November, 1994, before me personally appeared D. B. Tucker to me personally known, who, being duly sworn, did say that he is General Manager, Americas Locomotive Marketing/Sales/Service of General Electric Company, that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

My commission expires:



*Carol A. Warren*  
Notary Public

State of Florida }

County of Duval }

On this 29th day of November, 1994, before me personally appeared A. B. Aftoora, to me personally known, who, being duly sworn, did say that he is Treasurer of The Baltimore and Ohio Chicago Terminal Railroad Company, that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

My commission expires:

Notary Public, State of Florida  
My Comm. Exp. Jan. 9, 1995  
Bordered thru FISCARD Inc. Agency

*Joseph A. Warren*  
Notary Public

State of Florida }

County of Duval }

On this 29th day of November, 1994, before me personally appeared A. B. Aftoora to me personally known, who, being duly sworn, did say that he is Treasurer of CSX Transportation, Inc., that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

My commission expires:

Notary Public, State of Florida  
My Comm. Exp. Jan. 9, 1995  
Bordered thru FISCARD Inc. Agency

*Joseph A. Warren*  
Notary Public

### Exhibit A

As part of the Lease, Lessee was permitted to change the Road Numbers on the Locomotives, such that at any time during the term of the Lease, any particular Locomotive could have either of two Road Numbers. The Equipment which is the subject of this Termination is as follows:

<b>Former Road Number <u>at Delivery</u></b>	<b>Possible Revised <u>Road Number</u></b>
9101	2
9102	3
9117	18
9118	19
9119	20
9120	21
9121	22
9122	23
9123	24
9124	25
9125	26
9126	27
9127	28
9128	29
9129	30